

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W.R. GRACE & CO., *et al.*,) Case No. 01-1139 (JKF)
)
Debtors.) Jointly Administered
) Related to Doc. No. 24419, 24534,
24584, 25202

**STIPULATION TO AMEND STIPULATION
REGARDING CLASSIFICATION, ALLOWANCE AND
PAYMENT OF CLAIM NUMBER 18508 OF NATIONAL UNION FIRE
INSURANCE COMPANY OF PITTSBURGH, ET AL. (“NATIONAL UNION”)
AND WITHDRAWING PLAN OBJECTIONS**

WHEREAS, on April 2, 2001 (the “Petition Date”), W. R. Grace & Co. and W. R. Grace & Co. – Conn. (“Grace-Conn”) and certain of their affiliates and subsidiaries (together with W. R. Grace & Co. and Grace-Conn, the “Debtors”) petitioned the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) for relief under chapter 11 of title 11 of the United States Code;

WHEREAS, by Order (the “Order”) entered on April 7, 2010 (Docket #24584), the Bankruptcy Court approved a certain stipulation (the “Stipulation”) entitled Stipulation Regarding Classification, Allowance and Payment of Claim of National Union Fire Insurance Company of Pittsburgh, Pa., et al.;

WHEREAS, Surety Bond No. ESD 7310985 dated September 19, 2000 was issued on behalf of Grace by American Home Assurance Company, an affiliate of National Union, in favor of the Tennessee Department of Health and Environment in the penal sum of \$31,772,596.00 (the “Tennessee Bond”);

WHEREAS, the Stipulation and Order have certain provisions that the parties desire to amend and to correct;

NOW, THEREFORE, it is hereby stipulated and agreed by and among National Union, the Debtors and the other parties signing below, that upon entry of an Order approving this Stipulation:

1. The amount stated in paragraph 1 of the Stipulation as the Tennessee Related Claim in the amount of \$2,417,720 and repeated in the Stipulation and Order is corrected to be \$2,414,720.

2. The Tennessee Related Claim has been allowed as a Class 9 General Unsecured Claim to be paid in the same manner as all other Class 9 General Unsecured Claims under the Plan, except that interest on the \$2,414,720 amount of the claim shall be as stated in this paragraph. The

surety bond premium for the Tennessee Bond up to September 19, 2008 became due in eight equal annual installments of \$301,840, each due September 19 as follows:

<u>Due Date</u>	<u>Premium Installment</u>
9/19/01	301,840
9/19/02	301,840
9/19/03	301,840
9/19/04	301,840
9/19/05	301,840
9/19/06	301,840
9/19/07	301,840
9/19/08	301,840
Total Premium Due For Tennessee Bond	\$2,414,720

Interest on each such installment therefore shall commence as of the due date specified above for such installment.

3. All rights, duties and obligations of parties arising under or relating to the Tennessee Bond, other than premium payments due prior to September 19, 2009, remain in full force and effect and are not altered by the Stipulation or this Amended Stipulation. Unless otherwise agreed by National Union and the Debtors, the premium payment that became due September 19, 2009 and each subsequent premium payment that becomes due to maintain the Tennessee Bond shall be paid by Debtors to National Union in the ordinary course of business.

4. The Debtors shall promptly submit this Amended Stipulation to the Bankruptcy Court for approval.

5. This Amended Stipulation may be signed in counterparts and by facsimile, with each signed counterpart being deemed a part of the original document.

6. This Amended Stipulation may not be modified, altered, or amended except by a writing signed by the parties.

7. No other provisions of the Stipulation are changed by this Amended Stipulation.

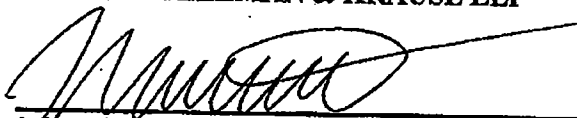
8. All disputes regarding or arising under this Stipulation shall be determined by the Bankruptcy Court.

SO ORDERED

8/12/10


U. S. Bankruptcy Judge
Date signed: rmab

ZEICHNER ELLMAN & KRAUSE LLP


Michael S. Davis
Date signed: 7/30/10
573 Lexington Ave.
New York, NY 10022
(212) 223-0400

*Attorneys for National Union Fire Insurance
Company of Pittsburgh, PA and certain of its
affiliates*

KIRKLAND & ELLIS LLP

Theodore L. Freedman, Esq.
Kirkland & Ellis LLP
Citigroup Center
601 Lexington Ave
New York, New York 10022-4611
(212) 446-4800

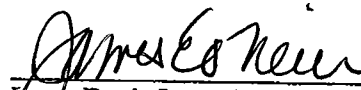
and

**THE LAW OFFICES OF JANET S. BAER,
P.C**

Janet S. Baer, Esq.
70 W. Madison Street
Suite 2100
Chicago, IL 60602
(312) 641-2162

and

**PACHULSKI STANG ZIEHL & JONES
LLP**


Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Timothy P. Cairns (Bar No. 4228)
Date signed: 8/9/2010
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705
(Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Attorneys for the Debtors

CAMPBELL & LEVINE, LLC

/s/ Kathleen Campbell Davis

Marla R. Eskin (No. 2989)

Mark T. Hurford (No. 3299)

Kathleen Campbell Davis (No. 4229)

Date signed: 8/9/2010

800 N. King Street, Suite 300

Wilmington, DE 19801

Telephone: (302) 426-1900

Facsimile: (302) 426-9947

mhurford@camlev.com

meskin@camlev.com

CAPLIN & DRYSDALE, CHARTERED

Elihu Inselbuch

375 Park Avenue, 35th Floor

New York, NY 10152-3500

Telephone: (212) 319-7125

Facsimile: (212) 644-6755

Peter Van N. Lockwood

Nathan D. Finch

Jeffrey A. Liesemer

One Thomas Circle, N.W.

Washington, D.C. 20005

Telephone: (202) 862-5000

Facsimile: (202) 429-3301

*Counsel for the Official Committee
of Asbestos Personal Injury Claimants*

ORRICK, HERRINGTON & SUTCLIFFE LLP

Roger Frankel
Richard H. Wyron
Jonathan P. Guy
Debra L. Felder
1152 15th Street, NW
Washington, DC 20005
Telephone: (202) 339-8400
Facsimile: (202) 339-8500

and

PHILLIPS, GOLDMAN & SPENCE, P.A.

/s/ John C. Phillips

John C. Phillips (Bar No. 110)
Date signed: *8/9/2010*
1200 North Broom Street
Wilmington, Delaware 19806
Telephone: (302) 655-4200
Facsimile: (302) 655-4210

*Co-Counsel for David T. Austern, Asbestos PI Future
Claimants' Representative*

BUCHANAN INGERSOLL & ROONEY PC

/s/ Teresa K.D. Currier

Teresa K.D. Currier (ID No. 3080)

Date signed: *8/9/2010*

The Brandywine Building

1000 West Street, Suite 1410

Wilmington, Delaware 19801

Telephone: (302) 552-4200

Facsimile: (302) 552-4295

and

**KRAMER LEVIN NAFTALIS &
FRANKEL LLP**

Phillip Bentley

David Blabey

1177 Avenue of the Americas

New York, New York 10036

Telephone: (212) 715-9100

Facsimile: (212) 715-8000

*Attorneys for the Official Committee of
Equity Security Holders*